

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

(Continued)

RATES - WHOLESALE - Continued

A. Basic Service (Continued)

4. Usage Rates *

Per Minute

(a) Peak Period

Area A

Area B

For usage up to and including 20,000 minutes
per month (minimum average of 55 minutes
per number per month is required).

\$.206

\$.288

For usage over 20,000 minutes per month

\$.203

\$.284

(b) Off-peak Period

For usage up to and including 2,000 minutes
per month (minimum average of 5 minutes per
number per month is required).

\$.123

\$.205

For usage over 2,000 minutes

\$.122

\$.203

*These rates cover landline services necessary to complete and conduct calls from cellular mobile terminals to any station within the CGSA from which the call is placed. Calls placed from one CGSA to another will incur long distance charges (except that Stockton and Modesto will be treated as a single CGSA, Sacramento, Yuba City, Sierra (T) and Tehama (south) will be treated as a single CGSA, and Chico, Redding and Tehama (T) (north) will be treated as a single CGSA). (T)

Area A is defined as the greater Sacramento, Stockton, Modesto and Yuba City Metropolitan Areas and the Tehama (south) and Sierra Rural Service Areas. Area B (T) is defined as the Chico and Redding Metropolitan Areas and the Tehama (north) Rural (T) Service Area. Usage rates in column B are only available to subscribers who pay the monthly Access Charge for the Chico-Redding service area. Other users will pay roamer charges in Areas A and B, per Schedule 5-T.

Advice Letter No. 77

Decision No.

Issued by
G.N. Schindler
Area Vice President
of General Partner

Date Filed: 12 - 31 - 91
Effective: 12 - 31 - 91
Resolution No.

SACRAMENTO-VALLEY LIMITED PARTNERSHIP
2999 Oak Road, 10th Floor
Walnut Creek, California 94596

Schedule Cal. P.U.C. No. 3-T
2nd Revised Sheet No. 5-B
Cancels 1st Revised Sheet No. 5-B

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AA. California Choice Plans (Continued)

Area B Only

	<u>Cal 50</u>	<u>Cal 150</u>	<u>Cal 300</u>	<u>Cal 500</u>
<u>Fee for Early Termination of Service¹</u>	(\$120.00)	(\$120.00)	(\$120.00)	(\$120.00)

Area A Only²

Service Establishment (\$15.00) \$12.75 (R)

Packaged Minutes Included³ 50 Minutes
(per number) Peak &/or O. Pk.

Monthly Access³
1-100 Numbers (\$25.33) \$20.88 (R)

101+ Nuumbers (\$24.60) \$20.15 (R)

Incremental Airtime Rates
Peak⁴

1-20,000 Minutes 20.6¢
20,001+ Minutes 20.3¢

Off-Peak⁴

1-2,000 Minutes 12.3¢
2,001+ Minutes 12.2¢

Discount, per number⁴ 0.0%
(applied to Incremental Airtime)

Fee for Early Termination of Service (\$120.00) \$80.00 (R)

- ¹ Rates in parentheses are ceiling rates pursuant to the Rate Band Pricing Guidelines set forth in D.93-04-058.
² Change Charge and all other terms and conditions not described in this section AA will be as described in Company's Basic Service Plan (wholesale).
³ Reseller's subscribing to a California Choice Plan will pay the fixed monthly charge for that Plan even if they use fewer airtime minutes than are included in the Plan. Also includes call waiting, call forwarding and three way conference calling.
⁴ All reseller's monthly usage on Company's facilities will be included in determining applicable monthly peak and off-peak tiers.

Advice Letter No. 180

Decision No.

Issued by
G.N. Schindler
Area Vice President
of General Partner

Date Filed:
Effective:
Resolution No.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

APPLICABILITY

Applicable to Cellular Radio Telecommunications Service furnished at wholesale by the Los Angeles SMSA Limited Partnership in the Greater Los Angeles Metropolitan Area. As of the effective date of Advice Letter No. 92-A, (May 1, 1991), the rates in this wholesale tariff are applicable only to resellers certificated by the California Public Utilities Commission. All other customers requesting service should refer to the Company's retail tariff, Schedule No. 2-T.

TERRITORY

Within the Greater Los Angeles Metropolitan Area as shown on the map filed as part of tariff Schedule 1-T.

RATES - WHOLESALE

A. Basic Service

(1) Number Activation*

(a) To process an order for activation of an access number
Per access number, per order \$ 15.00

(b) To process an order for reactivation of an access number within
3 months of termination of service.
Per access number, per order \$ 10.00

(2) Change*

(a) To temporarily suspend (or once extend the temporary suspension
of) service up to three months per a reseller's request, (D)
or change an access number or pre-selected long distance carrier
for individual numbers.
Per access number, per order \$ 10.00

Prior to the expiration of a temporary suspension of service, a
reseller may request an extension of the temporary suspension
of service for a period no greater than six months from the date
that service was initially temporarily suspended.

**Not applicable to number changes or activations done for the convenience of the Utility.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

A. Basic Service (Continued)

- | | | |
|---|----------|-----|
| (b) To change an electronic serial number, per number, per order | \$ 8.00 | (L) |
| (c) To change the pre-selected long distance carrier for all of the numbers subscribed to by a reseller: | | |
| 1. If the reseller has <u>not</u> changed the pre-selected long distance carrier for all of the numbers the reseller subscribes to within 24 months immediately preceding the change request:
Per 1,000 number block or any portion of a 1,000 number block. | \$100.00 | |
| 2. If the reseller has changed the pre-selected long distance carrier for all of the numbers the reseller subscribes to within 24 months immediately preceding the change request:
Per access number affected | \$ 5.00 | (L) |

(3) Access Charge Per Month

- | | |
|---|----------|
| (a) For each access number up to 100 numbers
(minimum initial order of 50) | \$ 34.41 |
| (b) For each access number over 100 numbers | \$ 32.26 |

(4) Usage Rates*

- | | |
|--|-------------------|
| (a) <u>Peak Period</u> | <u>Per Minute</u> |
| For usage per month
(Minimum of 800 minutes per 10-number
block per month is required) | \$.366 |
| (b) <u>Off-peak Period</u> | |
| For usage per month
(Minimum of 200 minutes per 10-number
block per month is required) | \$.220 |

* These rates cover all landline services necessary to complete and conduct calls from cellular mobile terminals to any station in the Los Angeles CGSA: NPA 818, NPA 213, NPA 310, NPA 714, NPA 909 and exchanges in or (N) extending into the Oxnard-Ventura CGSA (i.e., portions of NPA 805), and the following NPA 619 exchanges: Palm Springs, Morongo Valley, Desert Hot Springs, Palm Desert and Indio.

LOS ANGELES SMSA LTD PARTNERSHIP
2999 Oak Road, 10th Floor
Walnut Creek, California 94596

Schedule Cal. P.U.C. No. 3-T
10th Revised Sheet No. 5-A
Cancels 9th Revised Sheet No. 5-A

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES – WHOLESALE (Continued)

AA. Off-Peak Plan

(1) Service Establishment**

- (a) To process an order for activation of access number.

Per access number, per order \$ 15.00

- (b) To process an order for reactivation of an access number within 3 months of termination of service.

Per access number, per order \$ 10.00

(2) Change**

- (a) General

To temporarily suspend (or once extend the temporary suspension of) service up to three months per a reseller's request, or change an access number, or pre-selected long distance carrier for individual numbers.

(D)

Per access number, per order \$ 10.00

Prior to the expiration of a temporary suspension of service, a reseller may request an extension of the temporary suspension of service for a period no greater than six months from the date that service was initially temporarily suspended.

- (b) To change an electronic serial number, per number, per order \$ 8.00

- (c) Change of pre-selected long distance carrier for all numbers in a single reseller account.

Per access number affected, per order \$ 5.00

- (3) Access charge, per month, per number \$ 17.00

**Not applicable to changes or activations done for the convenience of the Utility.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - BULK & WHOLESALE (Continued)

AA. Off-peak Plan (Continued)

(4) Usage Rates*

- | | | |
|---|---------|-----|
| (a) Peak period, per minute
(minimum of 350 minutes per 10-number block per
month is required). | \$ 0.72 | (R) |
| (b) Off-peak Period, per minute
(minimum of 350 minutes per 10-number block per
month is required). | \$ 0.16 | (R) |

*These rates cover all landline services necessary to complete and conduct calls from cellular mobile terminals to any station in the Los Angeles CGSA: NPA 818, NPA 213, NPA 714, exchanges in or extending into the Oxnard-Ventura CGSA (i.e., portions of NPA 805), and the following NPA 619 exchanges: Palm Springs, Morongo Valley, Desert Hot Springs, Palm Desert, and Indio.

Advice Letter No. 60

Decision No.

Issued by
John Lister
V.P. of General Partner

Date Filed: 3-13-90
Effective: 4-23-90
Resolution No.

LOS ANGELES SMSA LTD PARTNERSHIP
2999 Oak Road, 10th Floor
Walnut Creek, California 94596

Schedule Cal. P.U.C. No. 3-T
6th Revised Sheet No. 5-C
Cancels 5th Revised Sheet No. 5-C

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES – WHOLESALE (Continued)

AB. Emergency Preparedness Plan

This Plan is designed to be used for communications back-up applications. Cellular service may be available as back-up in the event of a disruption in landline service. The plan is designed for low usage (primarily off-peak) for testing unless landline service is actually disrupted. If the user exceeds 30 minutes of use per month, the usage charges for the number of minutes in excess of 30 will change to the Basic Plan level, and the monthly access charge per number will increase to the Basic Plan level for the entire month.

(1) Service Establishment**

- (a) To process an order for activation of an access number, minimum of 10 numbers per order.

Per number \$15.00

- (b) To process an order for reactivation of an access number within 3 months of termination of service.

Per access number, per order \$10.00

(2) Change*

- (a) To temporarily suspend (or once extend the temporary suspension of) service up to three months per a reseller's request, or change an access number, or change pre-selected long distance carrier. (D)

Per access number, per order \$10.00

Prior to the expiration of a temporary suspension of service, a reseller may request an extension of the temporary suspension of service for a period no greater than six months from the date that service was initially temporarily suspended.

- (b) To change an electronic serial number, per number, per order \$ 8.00

* Not applicable to changes or activations done for the convenience of the Utility.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES -BULK AND WHOLESALE (Continued)

AB. Emergency Preparedness Plan (Continued)

- | | |
|--|------------|
| (3) Access charge, per month, per number | |
| (a) Up to and including 30 minutes or use (minimum initial order of 10 numbers). | \$14.50 |
| (b) Above 30 minutes of use
(access charge when usage exceeds 30 minutes per month, per number). | \$34.41 |
| (4) Usage Rates | |
| (a) Up to and including 30 minutes of use | |
| - Peak period, per minute | \$ 0.86 |
| - Off-peak period, per minute | \$ 0.235 |
| (b) Above 30 minutes of use
(Incremental for each minute above 30) | |
| - Peak period, per minute | \$ 0.366 |
| - Off-peak period, per minute | \$ 0.22 |
| (5) Special Conditions - Emergency Preparedness Plan | |
| (a) This plan is not a guarantee of access to the public switched telephone network or of access to the cellular network. | (N)
(N) |
| | (D)
(D) |
| (b) The limitation of Liability Rule (Schedule Cal. P.U.C. No. 4-T, Rule No. 14) fully applies to the Emergency Preparedness Plan. | (T) |

LOS ANGELES SMSA LTD PARTNERSHIP
2999 Oak Road, 10th Floor
Walnut Creek, California 94596

Schedule Cal. P.U.C. No. 3-T
2nd Revised Sheet No. 5-K
Cancels 1st Revised Sheet No. 5-K

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AF. Basic Super-Value Plan

A reseller which (1) has tariffed a program or programs similar to Company's Super-Value Plans (see Section AK of Schedule 2-T, Sheets No. 4-Q and No. 4-R) for the reseller's retail customers, and (2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of one year (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Super-Value Plans, will be charged the rates indicated herein.

A reseller which (1) has tariffed a program or programs similar to Company's Corporate/Volume Purchaser Contract Plan (see Section AB (9) of Schedule 2-T, Sheets No. 4-C.2 and No. 4-C.3) for the reseller's customers, and (2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of one year (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Corporate/Volume Purchaser Contract Plan, will be charged for airtime attributable to each such MIN/ESN combination at the usage rates specified for the first usage tier ("0-169") set forth in the Basic Super-Value Plan, which rates are specified in Section AF (2) below. Access and Optional Feature Package charges are the same as those referenced, respectively, in AF (1) and AF (3) below.

An early termination fee of \$107.55 will be charged where service is terminated to an identified MIN/ESN combination during the Required Subscription Period. The Company will allow a reseller to change either the MIN or the ESN of a designated MIN/ESN combination activated on this Plan without incurring the early termination fee, provided that documentation has been submitted to Company, evidencing, to Company's satisfaction, that the retail customer of the original MIN/ESN combination will remain the same following the MIN or ESN change.

Upon expiration of the Required Subscription Period, a mobile number/ESN combination's participation in this Plan will not automatically renew. For resellers who subscribed to service under this Plan for designated mobile number/ESN combinations prior to the effective date of Advice Letter 359-A, upon expiration of the Required Subscription Period, participation in this Plan for such mobile number/ESN combinations will continue on a month-to-month basis for 12 months unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's pricing plans. During this 12 month period, no termination fee shall apply. Following the expiration of this 12 month period, unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's service plans, service will be provided to these mobile number/ESN combinations pursuant to the Company's Basic Service Plan, described in Section A of this Schedule 3-T. For resellers who subscribe to service under this Plan for designated mobile number/ESN combinations after the effective date of Advice Letter 359-A, upon expiration of the Required Subscription Period, service will be provided to such mobile number/ESN combinations pursuant to Company's Basic Service Plan unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's service plans.

* Service Establishment Charges, Change Charges and all other terms and conditions not described in this Section AF will be as described in Company's Basic Service Plan (wholesale).

Advice Letter No. 359-A
Decision No.

Issued by
Brian Jones
V P of General Partner

Date Filed:
Effective:
Resolution No.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AF. Basic Super-Value Plan (Continued)

A reseller which subscribes to this Basic Super-Value Plan will not receive, with respect to any identified MIN/ESN combination, any of the benefits of any other Contract Program as defined in Special Condition 20 of this Schedule 3-T (or Company's Second Phone Program or Company's Free Off-Peak Airtime Program). A reseller may convert a MIN/ESN combination from any such Contract Program (or Company's Second Phone Program or Company's Free Off-Peak Airtime Program) to this Basic Super-Value Plan, however, without incurring any early termination charge, provided that the reseller agrees to a new Required Subscription Period.

1. Access Charge, per month, per number² \$28.57
(\$30.47)

2. Usage Rates

Airtime usage rates which are applicable under this Plan in a particular monthly billing period to the airtime associated with a particular MIN/ESN combination are dependent upon the total number of minutes used by the particular MIN/ESN combination during the monthly billing period, as follows:

Aggregate number of
airtime minutes
in the month²

	<u>0-169</u>	<u>170-319</u>	<u>320-474</u>	<u>475-599</u>	<u>600 or more</u>
Peak, per minute ^{1/3/4} (All peak minutes)	0.329 (0.354)	0.315 (0.350)	0.309 (0.330)	0.307 (0.330)	0.300 (0.323)
Off-peak, per minute ^{1/3/4} (All off-peak minutes)	0.195 (0.212)	0.187 (0.210)	0.179 (0.200)	0.170 (0.190)	0.170 (0.180)

3. Optional Feature Package

MIN/ESN combinations enrolled in this Plan may also receive Enhanced Message Manager (™) service and the monthly component of custom calling features (call waiting, forwarding and Three-way Calling) for an additional monthly charge of \$2.65 per MIN/ESN combination. The Required Subscription Period set forth in the first paragraph of this Section AF also applies to subscriptions to the Optional Feature Package. If the feature package subscription is cancelled prior to the Required Subscription Period, the reseller must commit to a new Required Subscription Period. If the reseller does not commit to the same, an early termination fee of \$107.55 per mobile number will be charged.

- 1 Reduced rates are effective on the filing date of Advice Letter 240. Rates in parentheses are ceiling rates pursuant to the Rate Band Pricing Guidelines set forth in D.93-04-058.
- 2 The full length of dropped and incomplete calls and of calls to a Message Manager voice mailbox will be included when determining the aggregate number of airtime minutes.
- 3 If an ESN/MIN combination is converted to this Plan on a day other than the first day of a monthly billing period, then all airtime minutes used after the day on which the conversion occurred will be billed at the rate which would have been applicable if the conversion had occurred on the first day of the monthly billing period, and, airtime minutes used on or prior to the day on which the conversion occurred will be billed with a discount equal to the difference between the rate which would have been applicable if the conversion had occurred on the first day of the monthly billing period and the rate applicable under this Plan if 0-169 minutes are used in a month.
- 4 If an ESN/MIN combination is converted from this Plan to any other rate plan on a day other than the first day of a monthly billing period, then airtime minutes used on or prior to the day on which the conversion occurred will be billed at the rate applicable if 0-169 minutes are used in a month.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AA. Off-Peak Plan (Continued)

5. Off-Peak Super-Value Plan

A reseller which (1) has tariffed a program or programs similar to Company's Super-Value Plans (see Section AK of Schedule 2-T, Sheets No. 4-Q and No. 4-R) for the reseller's retail customers, and (2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of one year (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Super-Value Plans, will be charged the rates indicated in Section (a) below.¹

An early termination fee of \$107.55 will be charged where service is terminated to an identified MIN/ESN combination during the Required Subscription Period. The Company will allow a reseller to change either the MIN or the ESN of a designated MIN/ESN combination activated on this Plan without incurring the early termination fee, provided that documentation has been submitted to Company, evidencing, to Company's satisfaction, that the retail customer of the original MIN/ESN combination will remain the same following the MIN or ESN change. Upon expiration of the Required Subscription Period, a mobile number/ESN combination's participation in this Plan will not automatically renew. For resellers who subscribed to service under this Plan for designated mobile number/ESN combinations prior to the effective date of Advice Letter 359-A, upon expiration of the Required Subscription Period, participation in this Plan for such mobile number/ESN combinations will continue on a month-to-month basis for 12 months unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's pricing Plans. During this 12 month period, no termination fee shall apply. Following the expiration of this 12 month period, unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's service plans, service will be provided to these mobile number/ESN combinations pursuant to the Company's Off-peak Service Plan, described in Section AA, parts (1) through (4), of this Schedule 3-T. For resellers who subscribe to service under this Plan for designated mobile number/ESN combinations after the effective date of Advice Letter 359-A, upon expiration of the Required Subscription Period, service will be provided to such mobile number/ESN combinations pursuant to Company's Off-peak Service Plan unless the reseller elects to terminate service for the designated mobile number/ESN combination(s) or to receive service under another of Company's service plans. (D)(N)

A reseller which subscribes to this Off-peak Super-Value Plan will not receive, with respect to any identified MIN/ESN combination, any of the benefits of any other Contract Program as defined in Special Condition 20 of this Schedule 3-T (or Company's Second Phone Program or Company's Free Off-Peak Airtime Program). A reseller may convert a MIN/ESN combination from any such Contract Program (or Company's Second Phone Program or Company's Free Off-Peak Airtime Program) to this Personal Super-Value Plan, however, without incurring any early termination charge, provided that the reseller agrees to a new Required Subscription Period. (D)(N)

(a) Rates and Charges

- | | | |
|-----|--|----------------------|
| (1) | Access Charge, per month, per number ² | \$16.00
(\$16.75) |
| (2) | Usage Rates ² | |
| | Peak rate, per minute | \$0.679 (\$0.710) |
| | Off-peak rate, per minute | \$0.151 (\$0.158) |
| (3) | Optional Feature Package | |
| | MIN/ESN combinations enrolled in this Plan may also receive Enhanced Message Manager (sm) service and the monthly component of custom calling features (call waiting, forwarding and Three-way Calling) for an additional monthly charge of \$2.65 per MIN/ESN combination. The Required Subscription Period set forth in the first paragraph of this Section AA 5 also applies to subscriptions to the Optional Feature Package. If the feature package subscription is cancelled prior to the Required Subscription Period, the reseller must commit to a new Required Subscription Period. If the reseller does not commit to the same, an early termination fee of \$107.55 per mobile number will be charged. | |

¹ Service Establishment Charges, Change Charges and all other terms and conditions not described in Section 5(a) will be as described in Company's Off-peak Service Plan (wholesale).

² Reduced rates are effective on the filing date of Advice Letter 240. Rates in parentheses are ceiling rates pursuant to the Rate Band Pricing Guidelines set forth in D.93-04-058.

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

(N)

AH. Two-Year Basic Super-Value Plan

A reseller which (1) has tariffed a program or programs similar to Company's Two-Year Super-Value Plans (See Section AO of Schedule 2-T, Sheets No. 4-Y and No. 4-Z) for the reseller's retail customers, and (2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of two years (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Two-Year Super-Value Plans, will be charged the rates indicated herein.*

A reseller which (1) has tariffed a program or programs similar to Company's Two-Year Corporate/Volume Purchaser Contract Plan (See Section AB(12) of Schedule 2-T, Sheets No. 4-C.6 and No. 4-C.7) for the reseller's customers, and 2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of two years (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Two-Year Corporate/Volume Purchaser Contract Plan, will be charged for airtime attributable to each such MIN/ESN combination at the usage rates specified for the first usage tier ("0-169") set forth in the Two-Year Basic Super-Value Plan, which rates are specified in Section AH(2) below. Access and Optional Feature Package charges are the same as those referenced, respectively, in AH(1) and AH(3) below.

An early termination fee of \$107.55 will be charged where service is terminated to an identified MIN/ESN combination during the Required Subscription Period. The Company will allow a reseller to change either the MIN or the ESN of a designated MIN/ESN combination activated on this Plan without incurring the early termination fee, provided that documentation has been submitted to Company, evidencing, to Company's satisfaction, that the retail customer of the original MIN/ESN combination will remain the same following the MIN or ESN change.

Upon expiration of the required subscription period, the mobile number will automatically revert to the rates and charges of the Company's Basic Service Plan (wholesale) described in Section A of this Schedule 3-T.

* Service Establishment Charges, Change Charges and all other terms and conditions not described in this Section AH will be as described in Company's Basic Service Plan (wholesale).

(N)

LOS ANGELES SMSA LTD PARTNERSHIP
2999 Oak Road, 10th Floor
Walnut Creek, California 94596

Schedule Cal. P.U.C. No. 3-T
1st Revised Sheet No. 5-P
Cancels Original Sheet No. 5-P

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AH. Two-Year Basic Super-Value Plan (Continued)

A reseller which subscribes to this Two-Year Basic Super-Value Plan will not receive, with respect to any identified MIN/ESN combination, any of the benefits of any other pricing plan or program offered by Company with a minimum subscription period that is greater than 30 days in length ("Contract Plan") except the Ten-Year Anniversary Credit Promotion described in Special Condition 40 of this schedule 3-T. A reseller may convert a MIN/ESN combination from any such Contract Plan to this Two-Year Basic Super-Value Plan, however, without incurring any early termination charge, provided that the reseller agrees to a new Required Subscription Period applicable to this Two-Year Basic Super-Value Plan.

1. Access Charge, per month, per number^{1/4} \$28.57 (T)(R)
(\$30.47) (T)

2. Usage Rates

Airtime usage rates which are applicable under this Plan in a particular monthly billing period to the airtime associated with a particular MIN/ESN combination are dependent upon the total number of minutes used by the particular MIN/ESN combination during the monthly billing period, as follows:

Aggregate number of
airtime minutes
in the month¹

	<u>0-169</u>	<u>170-319</u>	<u>320-474</u>	<u>475-599</u>	<u>600-More</u>	
Peak, per minute ^{2/3/4}	0.329	0.315	0.309	0.307	0.300	(T)(R)
(All peak minutes)	(0.354)	(0.350)	(0.330)	(0.330)	(0.323)	(T)
Off-peak, per minute ^{2/3/4}	0.195	0.187	0.179	0.170	0.170	(T)(R)
(All off-peak minutes)	(0.212)	(0.210)	(0.200)	(0.190)	(0.180)	(T)

3. Optional Feature Package

MIN/ESN combinations enrolled in this Plan may also receive Enhanced Voice Mail^(sw) service and the monthly component of custom calling features (call waiting, call forwarding and Three-way Calling) for an additional monthly charge of \$2.65 per MIN/ESN combination. The Required Subscription Period set forth in the first paragraph of this Section AH also applies to subscriptions to the Optional Feature Package. If the feature package subscription is cancelled prior to the Required Subscription Period, the reseller must commit to a new Required Subscription Period. If the reseller does not commit to the same, an early termination fee of \$107.55 per mobile number will be charged.

- 1 The full length of dropped and incomplete calls and of calls to a voice mailbox will be included when determining the aggregate number of airtime minutes.
- 2 If an ESN/MIN combination is converted to this Plan on a day other than the first day of a monthly billing period, then all airtime minutes used after the day on which the conversion occurred will be billed at the rate which would have been applicable if the conversion had occurred on the first day of the monthly billing period, and, airtime minutes used on or prior to the day on which the conversion occurred will be billed with a discount equal to the difference between the rate which would have been applicable if the conversion had occurred on the first day of the monthly billing period and the rate applicable under this Plan if 0-169 minutes are used in a month.
- 3 If an ESN/MIN combination is converted from this Plan to any other rate plan on a day other than the first day of a monthly billing period, then airtime minutes used on or prior to the day on which the conversion occurred will be billed at the rate applicable if 0-169 minutes are used in a month.
- 4 Reduced rates are effective on the filing date of Advice Letter No. 404. Rates in parentheses are ceiling rates pursuant to the Rate Band Pricing guidelines set forth in D.93-04-058.

Advice Letter No. 404
Decision No.

Issued by
Brian Jones
V.P. of General Partner

Date Filed: .
Effective:
Resolution No.

(N)

CELLULAR RADIO TELECOMMUNICATIONS SERVICE

RATES - WHOLESALE (Continued)

AA. Two-Year Off-Peak Plan (Continued)

7. Two-Year Off-Peak Super-Value Plan

A reseller which (1) has tariffed a program or programs similar to Company's Two-Year Super-Value Plans for the reseller's retail customers, and (2) commits in writing to maintain an identified Mobile Number/Electronic Serial Number ("MIN/ESN") combination on Company's service for a period of two years (the "Required Subscription Period") after the MIN/ESN combination's activation on or conversion to this Plan, and (3) during the Required Subscription Period provides reseller's service to such MIN/ESN combination under a program of reseller which is similar to the Company's Two-Year Super-Value Plans, will be charged the rates indicated in Section (a) below.¹

An early termination fee of \$107.55 will be charged where service is terminated to an identified MIN/ESN combination during the Required Subscription Period. The Company will allow a reseller to change either the MIN or the ESN of a designated MIN/ESN combination activated on this Plan without incurring the early termination fee, provided that documentation has been submitted to Company, evidencing, to Company's satisfaction, that the retail customer of the original MIN/ESN combination will remain the same following the MIN or ESN change. Upon expiration of the Required Subscription Period for any MIN/ESN combination, the mobile number will automatically revert to the rates and charges of the Company's Off-peak Service Plan (wholesale), described in this Section AA (1) through (4) of this Schedule 3-T.

A reseller which subscribes to this Two-Year Off-peak Super-Value Plan will not receive, with respect to any identified MIN/ESN combination, any of the benefits of any other pricing plan or program offered by Company with a required subscription period that is greater than 30 days in length ("Contract Plan") except the Ten-Year Anniversary Credit Promotion described in Special Condition 40 of Schedule 3-T. A reseller may convert a MIN/ESN combination from any such Contract Plan to this Two-Year Off-Peak Super-Value Plan, however, without incurring any early termination charge, provided that the reseller agrees to a new Required Subscription Period applicable to the Two-Year Off-Peak Super-Value Plan.

- (a) Rates and Charges² (T)
- | | | |
|---|------------------|---------|
| (1) Access Charge, per month, per number | \$16.00 (R) | |
| | (\$16.75) (T) | |
| (2) Usage Rates | | |
| Peak rate, per minute | \$0.679(\$0.710) | (R) (T) |
| Off-peak rate, per minute | \$0.151(\$0.158) | (R) (T) |
| (3) Optional Feature Package | | |
| MIN/ESN combinations enrolled in this Plan may also receive Voice Mail (SM) service and the monthly component of custom calling features (call waiting, call forwarding and Three-way Calling) for an additional monthly charge of \$2.65 per MIN/ESN combination. The Required Subscription Period set forth in the first paragraph of this Section AA 7 also applies to subscriptions to the Optional Feature Package. If the feature package subscription is cancelled prior to the Required Subscription Period, the reseller must commit to a new Required Subscription Period. If the reseller does not commit to the same, an early termination fee of \$107.55 per mobile number will be charged. | | |

¹ Service Establishment Charges, Change Charges and all other terms and conditions not described in Section 5(a) will be as described in Company's Off-peak Service Plan (wholesale).

² Reduced rates are effective on the filing date of Advice Letter No. 404. Rates in parentheses are ceiling rates pursuant to the Rate Band Pricing Guidelines set forth in D.93-04-058. (N)

**Tariff Filings Under the Assigned Commissioner's Ruling
Rate Band Guidelines (Adopted April 21, 1993 Decision 93-04-058)**

<u>Market</u>	<u>Effective Date</u>	<u>Description</u>
<u>LASLP</u>		
AL 236	6/30/93	Sets up 6 existing rate plans
AL 240	7/13/93	Reduce rates for Super-Value Plans, Corporate/Volume Purchaser Contract Plans & Government Contract Plan
<u>LACTC</u>		
AL 373	6/07/93	Sets up 7 existing plans
AL 375	6/15/93	Reduce rates for Value-Service Plans, Corporate/Volume Purchaser Contract Plans & Government Plan
AL 420	11/14/93	Introduce ceiling rates for Dual Mode Value Service, Corporate Contract & Government Contract
<u>BACTC</u>		
AL 205	4/26/93	Reduce access charge for Basic Service Plan-retail and wholesale
AL 231	10/18/93	Reduce access charge & usage charge for customers that activate a dual mode phone on the Value, Advantage and Premium Plans
AL 233	10/20/93	Reduce Service Activation fee for large Organization Plan
AL 233-A	11/19/93	Adds several wholesale rate plans for service activation reduction
AL 240	11/24/93	Reduce R/W access & usage rates until 1/24/94
<u>GTE Mobilnet-SF</u>		
AL 199	7/22/93	Reduce usage charge for the Weekend Rate Plan
AL 213	9/10/93	reduce activation fee for Personal Courier, Convenience, Basic Value, Saver, Prestige & Elite Plans R/W
AL 231-A	10/18/93	Add additional wholesale rate plans to AL 213
AL 216	9/22/93	Reduce R/W rates for several plans by including additional usage in monthly charge
AL 224	12/01/93	Increase R/W activation fee & package minutes back to ceiling rates under ACR
AL 225	12/01/93	Reduce rates for Weekend Rate Plan R/W
AL 232	12/20/93	Reduce rates for two R/W Plans
AL 239	1/12/94	Reduce activation fee for several R/W plans
<u>PacTel-SD</u>		
None		
<u>U.S. West-SD</u>		
AL 115	5/26/93	Reduce access charge for the Time Manager & Time Maximizer Plans R/W

Tariff Filings Under the ACR (Continued)

PacTel-SVLP

AL 144	11/12/93	Introduce 4 New Contract Plans
AL 151	11/23/93	Reduce Service Establishment and Access Charge for 4 Contract Plans

Sacramento Cellular Tel Co. None

Santa Barbara Cel. Sys Ltd. None

GTE Mobilnet- Santa Barbara

AL 79	7/22/93	Reduce monthly usage charge for the Weekend Rate Plans Addendum R/W
AL 80	9/10/93	Reduce activation fee for several R/W plans
AL 82	9/22/93	Reduce rates for several R/W plans
AL 84	12/01/93	Increase activation fee & package minutes back to ceiling levels R/W
AL 91	12/20/93	Reduce rates for two R/W rate plans

Bakersfield Cel Tel Co.

AL 66	12/01/93	Increases free minute allocation to new subscribers on Value Plan R/W
AL 67	12/31/93	Provides additional free minutes to all rate plans R/W

Fresno MSA (Covers Bakersfield)

AL 97	05/14/93	Reduce rates of several optional rate plans R/W
AL 108	6/17/93	Reduce the extended calling charge of the Basic-Plus rate plan R/W
AL 118	8/11/93	Reduce the rates of Multi-Line rate plan R/W
AL 129	11/01/93	Reduce the rates of several optional rate plans R/W
AL 132	11/10/93	Reduce usage charge for Weekend Off minutes of Association Rate plan R/W
AL 136	11/19/93	Reduce service activation charge for the Association plan R/W

Fresno Cellular Tel. Co.

AL 103	7/06/93	Reduce rates under selected optional rate plans R/W
AL 108	8/03/93	Increase the minutes of usage included in several optional rate plans, in place for 60 days R/W
AL 123	11/12/93	Increases the number of minutes in the Occasional plan and a waiver of the service establishment for 60 days R/W

CELLULAR INFRASTRUCTURE ENHANCEMENTS

BY AIRTOUCH

- AirTouch has invested heavily in innovative cellular system engineering to expand subscriber capacity. Cellular service is currently available to 95% of California's population.
- AirTouch has extensively expanded geographic coverage. When service commenced in 1984 in the Los Angeles market, AirTouch's coverage extended to 6,235 square miles. Today, service extends to 9,074 square miles. Similarly, the number of cell sites in the Los Angeles market has increased during that same period from 13 to over 470.
- AirTouch was the first to introduce overlay/underlay cell sites to further enhance frequency reuse and system capacity. AirTouch developed and deployed cell enhancers to provide coverage in difficult terrain areas.
- AirTouch was the first cellular carrier to implement the widespread use of antenna downtilt in order to tailor cell coverage areas and to introduce cell site power control in Los Angeles to reduce interference.
- AirTouch has designed and constructed microwave networks in Sacramento, San Diego and Los Angeles to interconnect cell sites to the MTSO, enabling AirTouch to provide reliable links which can withstand the adverse impact of earthquakes and other natural disasters.
- AirTouch has improved the functionality of its service by offering auto access roaming, automatic call hand-off, international direct distance dialing and free public service calls.

PACTEL CELLULAR'S LOS ANGELES SYSTEM

	<u>Cell Sites</u>	<u>Switches</u>	<u>Coverage Sq. Miles</u>	<u>Capital (Millions)</u>
June, 1984*	13	1	6,235	---
Dec. 1984	25	1	6,235	\$28.7
Dec. 1985	31	1	6,682	\$53.0
Dec. 1986	55	1	6,682	\$81.4
Dec. 1987	71	1	6,682	\$101.2
Dec. 1988**	96	1	9,074	\$137.8
Dec. 1989	131	3	9,074	\$173.3
Dec. 1990	189	3	9,074	\$246.1
Dec. 1991	261	3	9,074	\$308.9
Dec. 1992	357	3	9,074	\$368.3
Dec. 1993	474	4	9,074	\$430.0 est.

LOS ANGELES MARKET

SMSA	32,146 sq. mi.
Population	11,839,000

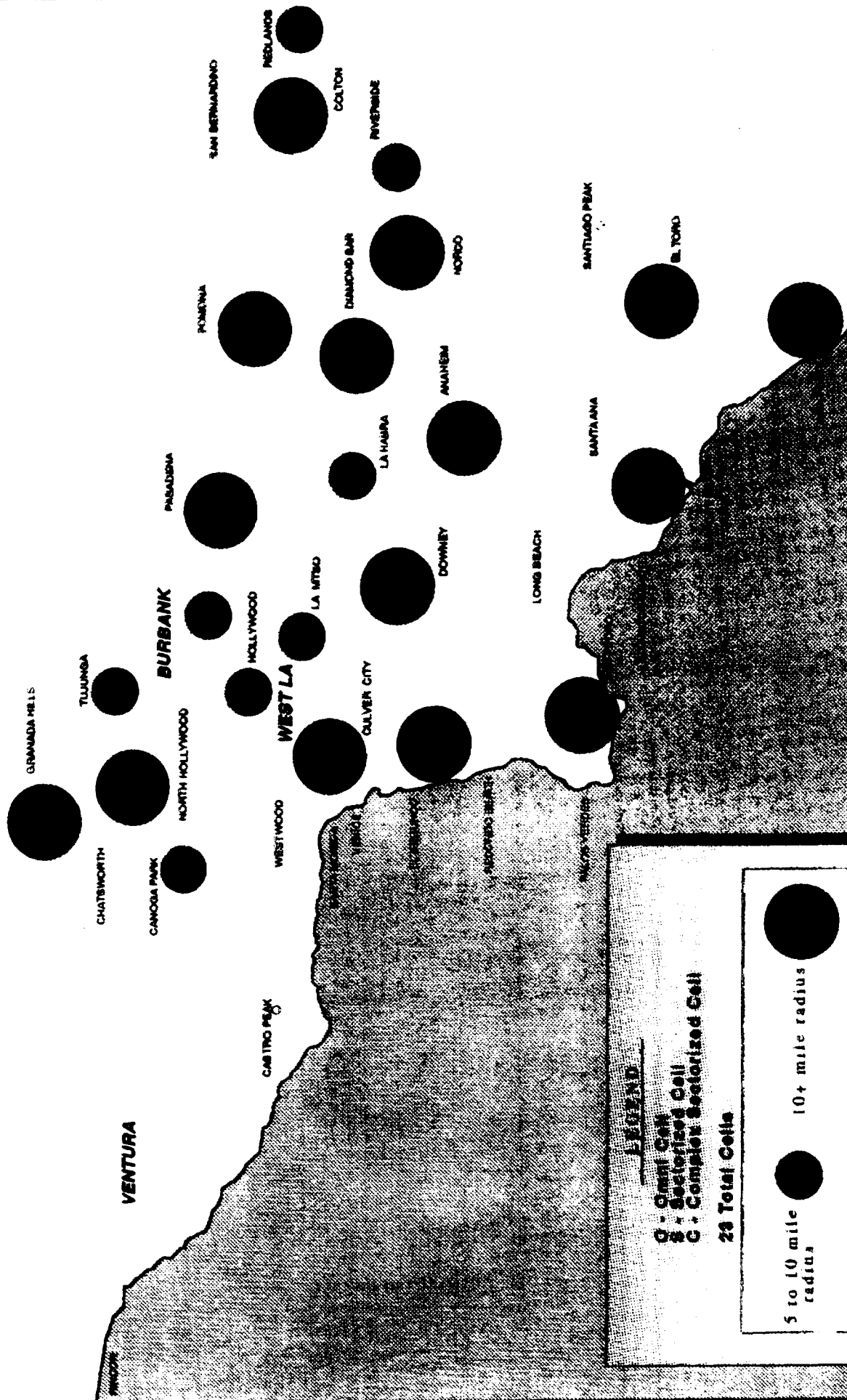
PACTEL'S SYSTEM

Service Area	9,074 sq. mi.	(28% of SMSA)
Population	11,635,000	(98% of SMSA)

* Service initiated on June 13, 1984

** Excludes two major amendments filed in September and October, 1988 to add 8,758 square miles to the service area.

PAC

MADE MOUNTAIN

1980

G - Gami Cell
S - Sectorized Cell
C - Complex Sectorized Cell

23 Total Cells

5 to 10 mile radius

10+ mile radius

San Diego MSA

PAC TEL CELLULAR
Los Angeles Cellular System
January 1991

Approximately 230 Square Miles
 (2.2% of the LA CGSA)
 and 17.5% of Total Busy Hour
 Minutes of Use

Legend:
 O - Omni Cell
 S - Sectorized Cell
 C - Complex Sectorized Cell

261 Total Cells - 16,548 sq. miles CGSA

Scale:
 5+ miles radius
 2 to 5 miles

Approximately 130 Square Miles
 (1.3% of the LA CGSA)
 and 17.3% of Total Busy Hour
 Minutes of Use

San Diego MSA

PAC TEL CELLULAR
Los Angeles Cellular System
January 1991

Approximately 230 Square Miles
 (2.2% of the LA CGSA)
 and 17.5% of Total Busy Hour
 Minutes of Use

Approximately 130 Square Miles
 (1.3% of the LA CGSA)
 and 17.3% of Total Busy Hour
 Minutes of Use

Legend:
 O - Omni Cell
 S - Sectorized Cell
 C - Complex Sectorized Cell

261 Total Cells - 16,548 sq. miles CGSA

5+ miles radius 1 to 2 miles
 2 to 5 miles 1 mile (minimum)

San Diego MSA



AIRTOUCH™ Cellular

LOS ANGELES MARKET EXISTING CELLULAR FACILITIES

TOTAL ON-AIR CELLULAR FACILITIES: 382
JULY 1994

LEGEND

- Existing On-Air Cell Site
- Existing On-Air Enhancer
- ▲ Existing On-Air Microcell

PROPRIETARY INFORMATION
Not for use or disclosure
outside Air Touch except
under written agreement

